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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
REPUBLIC METALS REFINING)	
CORPORATION, <i>et al.</i> , ¹)	Case No. 18-13359 (shl)
)	
Debtors.)	(Jointly Administered)

**DEBTORS' *EX-PARTE* MOTION TO AUTHORIZE
CHANGE OF CASE CAPTION
[NO NOTICE OF HEARING REQUIRED]**

Republic Metals Corp., together with the related debtors as debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases” or “Cases”), by and through their undersigned counsel, hereby file this ex-parte motion (the “Motion”) for an Order to Authorize Change of Case Caption. In support of the Motion, the Debtors respectfully requests as follows:

JURISDICTION

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Republic Metals Refining Corporation, 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194), Republic Metals Corporation, 12900 NW 38th Avenue, Miami, FL 33054 (4378), Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833), Republic High Tech Metals, LLC, 13001 NW 38 Avenue, Miami, FL 33054 (6102), RMC Diamonds, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (1507), RMC2, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (4696), J & L Republic LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7604); R & R Metals, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7848), Republic Metals Trading (Shanghai) Co., Ltd., 276 Ningbo Road, Huangpu District, Shanghai, P.R. 200001 China (1639), and Republic Trans Mexico Metals, S.R.L., Francisco I. Madero No. 55 Piso 5, Local 409, Centro Joyero Edificio Central, Delegación Cuauhtémoc, Mexico DF 6000 (2942).

2. Venue in the Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are section 105(a) of the Bankruptcy Code, and Rules 1005, 2002(m), and 2002(n) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

BACKGROUND

4. On November 2, 2018, the Debtors filed voluntary petitions for relief under chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”), initiating these Chapter 11 Cases. On November 21, 2018, certain additional debtors (collectively with the Debtors, the “Debtors”) filed voluntary petitions for relief under the Bankruptcy Code, initiating their Chapter 11 Cases.

5. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to 11 U.S.C. §§ 1107(a) and 1109. On November 19, 2018, the United States Trustee gave notice of the appointment of an Official Committee of Unsecured Creditors (the “Committee”) [Docket No. 113].

6. Additional details regarding these Chapter 11 Cases are available in the Declaration of Scott Avila, as Chief Restructuring Officer (the “CRO”), in Support of Chapter 11 Petitions and First Day Motions [Docket No. 2].

7. On November 8, 2018, the Court entered an Order Directing the Joint Administration of Related Chapter 11 Cases [ECF No. 44] (the “First Joint Administration Order”). On December 4, 2018 [ECF No. 239], the Court entered an Order Directing Joint Administration of Additional Related Chapter 11 Cases [ECF No. 239] (the “Second Joint Administration Order” and together with the First Joint Administration Order, the “Joint Administration Orders”). The Joint Administration Orders consolidated the Chapter 11 Cases of

all Debtors for procedural purposes, and authorized their joint administration under Case No. 18-13359.

8. On February 21, 2019, the Court entered an *Order (a) Approving Sale of Substantially All of Debtors' Assets "Free and Clear" of All Liens, Claims, Encumbrances and Other Interests, (b) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases, and (c) Granting Related Relief* [ECF No. 658] (the "Sale Order"), authorizing the Debtors' sale of substantially all of its assets to Asahi Holdings, Inc. ("Asahi"), pursuant to the Asset Purchase Agreement attached to the Sale Order (the "APA").

9. Section 8.10 of the APA, which is titled "Name Changes," requires that:

As promptly as practicable following the Closing Date, each Seller shall, and shall cause its Affiliates, to change each of their respective legal names to a name bearing no resemblance to (i) "Republic Metals" or any of the names set forth on the signature pages to this Agreement or (ii) any trade names, trademarks or service marks included in the Intellectual Property Assets.

10. The Sale Order in turn authorizes, empowers, and directs the Debtors to "to enter into and perform under the APA and the transactions contemplated therein (including, without limitation, entering into and performing under each of the ancillary agreements, instruments, or other documents contemplated thereby), each of which is hereby approved in its entirety and is incorporated herein by reference."

11. The Debtors closed the Sale to Asahi on March 7, 2019 [ECF No. 713].

12. Pursuant to the APA and the Sale Order, the Debtors are therefore required and empowered to legally change their names. The changes to each of the Debtors' respective corporate names are as follows²:

² The Debtors are not seeking to change the name of Debtor Republic Trans Mexico Metals, S.R.L. and Debtor Republic Metals Trading (Shanghai) Co., Ltd.

New Entity Name Summary			
Debtor	Case #	Date Filed	New Name
1. Republic Metals Refining Corporation	18-13359	11/02/2018	Miami Metals I, Inc.
2. Republic Metals Corporation	18-13360	11/02/2018	Miami Metals II, Inc.
3. Republic Carbon Company	18-13361	11/02/2018	Miami Metals III LLC
4. J&L Republic, LLC	18-13642	11/21/2018	Miami Metals IV LLC
5. R & R Metals, LLC	18-13643	11/21/2018	Miami Metals V LLC
6. RMC Diamonds LLC	18-13639	11/21/2018	Miami Metals VI LLC
7. RMC2, LLC	18-13641	11/21/2018	Miami Metals VII LLC
8. Republic High Tech Metals, LLC	18-13638	11/21/2018	Miami Metals VIII LLC

13. The Debtors have filed the requisite documentation with the relevant secretaries of state to affect these name changes.

14. In connection with their name changes, the Debtors respectfully request the Court authorize the Debtors to amend the individual and lead case captions to reflect their new legal names.

RELIEF REQUESTED

15. By this Motion, the Debtors seek entry of an order pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1005, 2002(m), and 2002(n), authorizing the Debtors to amend the individual and lead case captions to reflect their new legal names, as required by the APA and permitted by the Sale Order.

16. Specifically, the Debtors request that, as set forth in the Proposed Order, (i) the case caption used in each of these Chapter 11 Cases be amended to reflect the Debtors' new corporate names, and (ii) the Court authorize and direct the Clerk of the United States Bankruptcy Court for the Southern District of New York (the "Clerk of the Court") and other parties in interest to take any actions that are necessary to update the ECF filing system and their respective records to reflect the proposed name changes, including the insertion of a docket entry in each of the relevant Chapter 11 Cases announcing the change of the Debtors' corporate names.

BASIS FOR RELIEF REQUESTED

17. The Debtors respectfully submit that the relief requested herein is necessary and appropriate as the Debtors have sold their intellectual property, including trademarks, to Asahi and are required to change their corporate names pursuant to the APA. Further, the Debtors submit that the relief requested herein is routinely approved by courts in situations similar to those present here. *See e.g., In re Natrol, Inc.*, Case No. 14-11446 (BLS) (Bankr. D. Del. Nov. 24, 2014); *In re Constar Inter. Holdings LLC*, Case No. 13-13281 (CSS) (Bankr. D. Del. March 19, 2014); *In re Vertis Holdings, Inc.*, Case No. 12-12821 (CSS) (Bankr.D. Del. May 1, 2013); *In re Leiner Health Prods., Inc.*, Case No. 08-10446 (KJC) (Bankr. D. Del. Aug. 19, 2008); *In re TSIC, Inc.*, Case No. 08-10322 (KG) (Bankr. D. Del. July 17, 2008); and *In re Tweeter Home Entm't Group, Inc.*, Case No. 07-10787 (PJW) (Bankr. D. Del. Feb. 5, 2008).

NO PREVIOUS REQUEST

18. No prior motion for the relief requested herein has been made by the Debtors to this or any other court.

NOTICE

19. The Debtors have provided notice of this Motion to: (i) the Office of the U.S. Trustee for the Southern District of New York; (ii) counsel to the Debtors' Senior Lenders; (iii) the parties listed in the consolidated list of thirty (30) largest unsecured creditors filed by the Debtors in these Chapter 11 Cases; (iv) counsel to the Official Committee of Unsecured Creditors; and (v) any other party entitled to notice pursuant to Local Rule 9013-1(b). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

CONCLUSION

WHEREFORE, for the reasons set forth above, the Debtors respectfully request the Court enter the Order substantially in the form attached hereto as **Exhibit A**, (i) authorizing the Debtors to amend the individual and lead case captions to reflect their new legal names; (ii) authorizing and directing the Clerk of Court to insert a docket entry in each of the relevant Chapter 11 Cases announcing the change of the Debtors' corporate names; and (iii) granting such other and further relief as the Court deems just and proper.

Dated: March 20, 2019

AKERMAN LLP

By: /s/John Mitchell

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Counsel for Debtors and Debtors-in-Possession

EXHIBIT A

PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
REPUBLIC METALS REFINING)	
CORPORATION, <i>et al.</i> , ¹)	Case No. 18-13359 (shl)
)	
Debtors.)	(Jointly Administered)

**ORDER GRANTING DEBTORS' EX-PARTE
MOTION TO AUTHORIZE CHANGE OF CASE CAPTION**

Upon the ex-parte motion (the "Motion")² [Doc. No. ____] of Republic Metals Refining Corporation and its debtor affiliates (collectively, the "Debtors"), as debtors and debtors in possession in the above-captioned chapter 11 cases (the "Chapter 11 Cases" or "Cases"), for entry of an Order pursuant to section 105(a) of the Bankruptcy Code; Bankruptcy Rules 1005, 2002(m), and 2002(n); authorizing the Debtors to change the case captions used in the Chapter 11 Cases; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this proceeding being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it further appearing that the relief requested in the Motion is authorized by the Sale Order and is in the best interests of the Debtors' estates, creditors, and other parties-in-interest, and upon all of the proceedings had before the Court; and after due deliberation and cause appearing;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Republic Metals Refining Corporation, 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194), Republic Metals Corporation, 12900 NW 38th Avenue, Miami, FL 33054 (4378), Republic Carbon Company, LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833), Republic High Tech Metals, LLC, 13001 NW 38 Avenue, Miami, FL 33054 (6102), RMC Diamonds, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (1507), RMC2, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (4696), J & L Republic LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7604); R & R Metals, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7848), Republic Metals Trading (Shanghai) Co., Ltd., 276 Ningbo Road, Huangpu District, Shanghai, P.R. 200001 China (1639), and Republic Trans Mexico Metals, S.R.L., Francisco I. Madero No. 55 Piso 5, Local 409, Centro Joyero Edificio Central, Delegación Cuauhtémoc, Mexico DF 6000 (2942).

² All capitalized terms not defined herein shall have the definitions set forth in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. The Clerk of the Court is authorized and directed to modify the docket of Case No. 18-13359 (shl) with the Debtors' new names as soon as possible.
3. Effective as of the date hereof, the new caption of the jointly administered Chapter 11 Cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
MIAMI METALS I, INC., <i>et al.</i> ¹)	Case No. 18-13359 (shl)
)	
Debtors.)	(Jointly Administered)

FN 1: The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Miami Metals I, Inc. (f/k/a Republic Metals Refining Corporation), 15 West 47th Street, Suites 206 and 209, New York, NY 10036 (3194); Miami Metals II, Inc. (f/k/a Republic Metals Corporation), 12900 NW 38th Avenue, Miami, FL 33054 (4378); Miami Metals III LLC (f/k/a Republic Carbon Company), LLC, 5295 Northwest 163rd Street, Miami Gardens, FL 33014 (5833); Miami Metals IV LLC (f/k/a J & L Republic LLC, 12900 NW 38th Avenue, Miami, FL 33054 (7604); Miami Metals V LLC (f/k/a R & R Metals, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (7848); Miami Metals VI (f/k/a RMC Diamonds, LLC), 12900 NW 38th Avenue, Miami, FL 33054 (1507); Miami Metals VII (f/k/a RMC2, LLC, 12900 NW 38th Avenue, Miami, FL 33054 (4696); Miami Metals VIII (f/k/a Republic High Tech Metals, LLC), 13001 NW 38 Avenue, Miami, FL 33054 (6102), 12900 NW 38th Avenue, Miami, FL 33054 (1507); Republic Metals Trading (Shanghai) Co., Ltd., 276 Ningbo Road, Huangpu District, Shanghai, P.R. 200001 China (1639); and Republic Trans Mexico Metals, S.R.L., Francisco I. Madero No. 55 Piso 5, Local 409, Centro Joyero Edificio Central, Delegación Cuauhtémoc, Mexico DF 6000 (2942).

4. The Clerk of the Court is authorized and directed to make a docket entry in Case No. 18-13359 (shl) as soon as possible that states substantially as follows: "An order has been entered in this case directing that the caption of this case be changed, in accordance with the corporate name change of Republic Metals Refining Corporation to Miami Metals I, Inc." In

addition, the Clerk of the Court is authorized and directed to modify the docket of Case No. 18-13359 (shl) with the Debtor's new name as soon as possible.

5. The Clerk of the Court is authorized and directed to make a docket entry in Case No. 18-13360 (shl) as soon as possible that states substantially as follows: "An order has been entered in this case directing that the caption of this case be changed, in accordance with the corporate name change of Republic Metals Corporation to Miami Metals II, Inc." In addition, the Clerk of the Court is authorized and directed to modify the docket of Case No. 18-13360 (shl) with the Debtor's new name as soon as possible.

6. The Clerk of the Court is authorized and directed to make a docket entry in Case No. 18-13361 (shl) as soon as possible that states substantially as follows: "An order has been entered in this case directing that the caption of this case be changed, in accordance with the corporate name change of Republic Carbon Company to Miami Metals III LLC." In addition, the Clerk of the Court is authorized and directed to modify the docket of Case No. 18-13361 (shl) with the Debtor's new name as soon as possible.

7. The Clerk of the Court is authorized and directed to make a docket entry in Case No. 18-13642 (shl) as soon as possible that states substantially as follows: "An order has been entered in this case directing that the caption of this case be changed, in accordance with the corporate name change of J&L Republic, LLC to Miami Metals IV LLC." In addition, the Clerk of the Court is authorized and directed to modify the docket of Case No. 18-13642 (shl) with the Debtor's new name as soon as possible.

8. The Clerk of the Court is authorized and directed to make a docket entry in Case No. 18-13643 (shl) as soon as possible that states substantially as follows: "An order has been entered in this case directing that the caption of this case be changed, in accordance with the

corporate name change of R & R Metals, LLC to Miami Metals V LLC.” In addition, the Clerk of the Court is authorized and directed to modify the docket of Case No. 18-13643 (shl) with the Debtor’s new name as soon as possible.

9. The Clerk of the Court is authorized and directed to make a docket entry in Case No. 18-13639 (shl) as soon as possible that states substantially as follows: “An order has been entered in this case directing that the caption of this case be changed, in accordance with the corporate name change of RMC Diamonds LLC to Miami Metals VI LLC.” In addition, the Clerk of the Court is authorized and directed to modify the docket of Case No. 18-13639 (shl) with the Debtor’s new name as soon as possible.

10. The Clerk of the Court is authorized and directed to make a docket entry in Case No. 18-13641 (shl) as soon as possible that states substantially as follows: “An order has been entered in this case directing that the caption of this case be changed, in accordance with the corporate name change of RMC2, LLC to Miami Metals VII LLC.” In addition, the Clerk of the Court is authorized and directed to modify the docket of Case No. 18-13641 (shl) with the Debtor’s new name as soon as possible.

11. The Clerk of the Court is authorized and directed to make a docket entry in Case No. 18-13638 (shl) as soon as possible that states substantially as follows: “An order has been entered in this case directing that the caption of this case be changed, in accordance with the corporate name change of Republic High Tech Metals, LLC to Miami Metals VIII LLC.” In addition, the Clerk of the Court is authorized and directed to modify the docket of Case No. 18-13638 (shl) with the Debtor’s new name as soon as possible.

12. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

13. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation and/or interpretation of this Order.

14. This Order shall be effective immediately upon entry by the Court.

Dated: New York, New York
March __, 2019

PROPOSED

HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE